

RECORDATION NO. 23138-C FILED

NOV 14 '00

9-37 AM

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SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

November 13, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Supplement No. One to Lessor Security Agreement (U.S.), dated November 14, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lessor Security Agreement (U.S.) which was filed with the Board under Recordation Number 23138.

The names and addresses of the parties to the enclosed document are:

Lessor: SNC Fintrack Mistral
103 Avenue des Champs Elysees
75008 Paris, France

Lessee: National Railroad Passenger Corporation
60 Massachusetts Avenue NE
Washington, DC 20002

A description of the railroad equipment covered by the enclosed document is:

One electric locomotive AMTK 659 and one high speed trainset consisting of eight units bearing AMTK reporting marks and road numbers attached hereto.

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Mr. Vernon A. Williams
November 13, 2000
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A short summary of the document to appear in the index follows:

Supplement No. One to Lessor Security Agreement (U.S.) between SNC Fintrack Mistral, Lessor, and National Railroad Passenger Corporation covering one electric locomotive AMTK 659 and one high speed trainset consisting of eight units bearing AMTK reporting marks and road numbers attached hereto.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

SCHEDULE A
EQUIPMENT

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
One (1) Dual Cab, High Horsepower Electric Locomotive manufactured by Bombardier Corporation and Alstom Transportation Inc.	AMTK 659
High-Speed Trainset Number 5 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2009 AMTK 2020
One (1) End Club Car	AMTK 3207
One (1) Bistro Car	AMTK 3305
One (1) End Coach Car	AMTK 3409
Three (3) Coach Cars	AMTK 3541 AMTK 3543 AMTK 3546

SUPPLEMENT NO. ONE TO LESSOR SECURITY AGREEMENT (U.S.)

THIS SUPPLEMENT NO. ONE TO LESSOR SECURITY AGREEMENT (U.S.) (this "First Supplement") dated as of November 14, 2000, by and between SNC FINTRACK MISTRAL, a *société en nom collectif* with a share capital of 1000, having its registered office (*siege social*) at 103, avenue des Champs Elysées, 75008, Paris, France, as Lessor hereunder (hereinafter called "Lessor"), and NATIONAL RAILROAD PASSENGER CORPORATION (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia, whose chief executive office is at 60 Massachusetts Avenue, N.E., Washington D.C. 20002 ("Amtrak") (together with its successors and its permitted assignees, including the US Lessor, hereafter referred to as "Lessee").

W H E R E A S :

(A) Lessor and Lessee have entered into that certain Security Agreement dated September 25, 2000 (the "Security Agreement"), relating to that certain Credit-Bail Agreement (the "Lease") dated as of September 25, 2000 with Amtrak, covering the railroad equipment defined in Schedule A thereto;

(B) Lessor and Lessee have entered into that certain Lease Supplement dated October 31, 2000, (the "Second Lease Supplement") covering the railroad equipment identified on Schedule A (the "Additional Equipment" which Additional Equipment, together with the Equipment described in the First Supplement are referred to herein as the "Equipment");

(C) Lessor and Lessee desire to execute and deliver this First Supplement for the benefit of the Lessee to reflect Additional Equipment covered by the Second Lease Supplement;

(D) This First Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument; and

(E) In this First Supplement capitalized terms not otherwise defined herein shall have the meanings specified in the Lease, and the rules of usage specified in the Lease shall apply to this First Supplement.

NOW, THEREFORE, THIS INSTRUMENT WITNESSETH, that in accordance with the terms of the Security Agreement, Schedule I attached hereto shall replace, in its entirety, the Schedule I attached to the Security Agreement.

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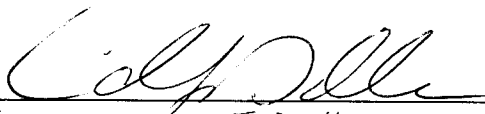
SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have caused this First Supplement to be duly executed as of the day and year first above written.

SNC FINTRACK MISTRAL, as Lessor

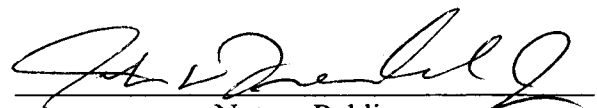
By _____
Name:
Title:

NATIONAL RAILROAD PASSENGER CORPORATION, as Lessee

By  _____
Name: Carol J Dillon
Title: TREASURER

DISTRICT OF COLUMBIA)
) ss.:
)


On this 30 day of OCT, 2000, before me personally appeared Carol J. Dillon, to me personally known, who, by me being duly sworn, says that she is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires: 2-14-05

IN WITNESS WHEREOF, the parties hereto have caused this First Supplement to be duly executed as of the day and year first above written.

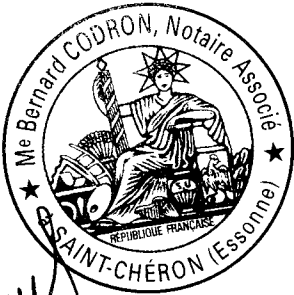
SNC FINTRACK MISTRAL, as Lessor

By 
Name: P. Morand
Title:

NATIONAL RAILROAD PASSENGER CORPORATION, as Lessee

By _____
Name:
Title:

Je soussigné M^e CODRON.....
Notaire associé à St Chéron, certifie
Véritable la signature Matérielle de
...Philippe BIRAND....
apposée ci-dessus.
A St Chéron, le,





SCHEDULE I

DESCRIPTION OF EQUIPMENT

One (1) Dual Cab, High Horsepower Electric Locomotive manufactured by Bombardier Corporation and Alstom Transportation Inc.	AMTK 659
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